

EXHIBIT 5

December 10, 2020

Mr. John Cunningham
Executive Vice President
Alexandria Real Estate

Re: Bellevue Community Floodwall Project; Floodwall Requirements

Dear Mr. Cunningham,

Thank you for your letter dated November 6, 2020. We are glad to use this response to clarify the uncertainties regarding the interface between ARE's construction of its North Tower and the Bellevue Community Floodwall. We will take up each of your points but first we want to give you our overview.

Our two teams of engineers have had a series of productive working sessions coupled with exchanges of designs and considerable progress has been made. There is no reason to revise any of their work or to change the course they are on. A straightforward technical engineering analysis is needed to determine what refinements of the current designs are needed to meet all regulatory requirements, including those associated with the Community Flood Wall. We are confident that the result of that analysis will indicate that only minor refinements are needed that will not require substantial expense to implement nor will there be ambiguity or difficulty in identifying such adjustments. Shifting from design issues, we envision low cost and non-intrusive ways that we can satisfy requirements for verification that construction is consistent with the design, for post-construction monitoring and for emergency procedures in case of a threatened flood. In short, we believe that our two organizations are aligned in our respective vision for the project and our individual interests in it with the only truly significant obstacle being communicating effectively with each other regarding the applicable regulations.

Below are our responses to your listed points.

1. **Please confirm that the design criteria issued on October 29 supersede any previously shared criteria.** The design criteria have not changed since they were issued to ARE on April 27, 2020 (Report dated April 26, 2020). To address multiple questions by ARE, further clarifications and redacted versions have been made culminating in the October 29, 2020 correspondence that clarified but did not supersede the prior material shared.
2. **Based on your schedule, when in the H+H process will the Community Flood Wall criteria become formally finalized so that no further material criteria will be added and no further material changes will be made?** The criteria are already settled and, based on existing information and current conditions, it should not change. As stated above an engineer will have to perform appropriate quality checks and calculations to refine the existing preliminary designs to ensure they conform to the criteria. The necessary refinements are more accurately viewed as fine tuning rather than changing the designs as is typical as one moves through the design process to final construction drawings.
3. **In your letter from October 29, Requirement #2 states that "For ARE's North Tower to be part of the Community Floodwall, it needs to comply with the attached 'Scope Delineation and Design Criteria Diagram 10.10.20 PDF' with supporting design load requirements." Please describe how the design criteria are informed by, or are consistent with, the FEMA Design Requirements for the Community Floodwall. If possible, please share the FEMA Design Requirements for this project.** This contemplated the refinements we have mentioned above. There are a number of load definitions under design criteria, Section 5.3 necessary to satisfy the 500-year storm event requirement for critical facilities from different agencies and stake holders. The following is an itemized list of the various load specifications applicable to the wall that must be satisfied to meet the 500-year storm event requirements:

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- a. Section 5.3.1 Hydrostatic, Hydrodynamic & Wave loads – Site specific hydrologic and hydraulic studies were performed based on USACE and FEMA criteria and loads were calculated from these studies, i.e. Gouda formula to calculate wave loads.
 - b. Section 5.3.2 Debris/Vessel/Vehicular Load
 - i. 50 kips Vessel impact – Based on USACE HSDRRSDG criteria where 50 kip load was derived from a study which DDC approved.
 - ii. 0.5 kips/ft. Debris Load – Based on USACE and FEMA Criteria
 - iii. Transverse 54 kips & Direct 216 kips – NYCDOT and NYSDOT requirement using AASHTO formula for city streets.
 - c. 5.3.3 Wind Loads – Based on FEMA and USACE criteria
 - d. 5.3.4 Seismic Loads – Based on FEMA and USACE criteria
4. **Has the pursuit of levee standards and re-mapping been removed from the project criteria?** The term “levee standards” is imprecise and not helpful in our discussions. We have never used the term and so we are neither maintaining or abandoning it. The relevant question is whether the wall will meet the 500-year flood standards. Re-mapping will be a ramification of our project and, in this, nothing has changed. The Bellevue Community Floodwall will be designed to the 500 year-storm event standards for critical facilities and therefor, remapping may be pursued once the project is completed. There is no requirement that re-mapping be pursued but, given that it will reduce insurance costs, this may be something ARE will wish to do. H+H does not maintain insurance and therefor H+H will not directly benefit from re-mapping and will not apply for it. Because the wall will satisfy the 500-year flood standards and because this will be certified to FEMA in connection with the construction of the Community Floodwall, an application to FEMA for re-mapping should be straightforward.
5. **Per a Building Code site specific seismic study, the North Tower site is in Site Class F. Given this and the building’s classification as a Risk Category II building, the building is designed to a Seismic Design Category C, which is contrary to the requirements in sections 5.3.3 and 5.3.4. Please confirm that Arcadis/H+H has reviewed a copy of the site’s geotechnical report and that the seismic and wind load criteria are based on the site specific studies contained therein.** Arcadis has reviewed the geotechnical report and the site-specific elements. It is understood that the North Tower (NT) is expected to follow seismic design category C considering a site class F and Risk Category II. However, as per the Bellevue Community Floodwall design criteria, the floodwalls are assigned Risk Category IV in view of the potential damage that may be caused due to a breach, and thus follows seismic design Category D. It is, however, expected that the lateral forces due to flood event will govern over seismic forces for the purpose of floodwall design. It would be acceptable to continue to design the NT for seismic category C, followed by a required design check of the NT’s exterior wall (marked as “Criteria B” in the Scope Delineation and Design Criteria Diagram 10.20.20.PDF) for seismic design category D and the lateral forces due to flood events.
6. **Please share H+H’s timeline for approvals, design and construction.** As we have previously shared, the community floodwall will be designed and constructed under contract with NYC DDC. We will involve that agency in these discussions to respond on this point. We will circle back to advise you of status in that regard. On a different aspect of our schedule, H+H wants to submit to FEMA in the next few months with the timing contingent only on H+H and ARE finalizing an agreement that we could submit to FEMA with other

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Community Floodwall documents. It would be logical to coordinate our agreement with ARE with your discussions with NYCEDC for a 10th Amendment and it may be best to reflect our agreement with ARE in the Lease Amendment.

7. **Please share the application materials that were shared with FEMA for the COMMUNITY Floodwall, the listed requirements from FEMA for the grant, (technical, administrative, etc.) and any responses or approvals from FEMA and or any other City or State agency so that ARE can best understand the larger effort and what is required. Please also provide a description of the outstanding items/materials still needed for FEMA to issue the grant for the Community Floodwall.** This question reflects a number of unfortunate misconceptions about how FEMA operates – “unfortunate” in that it would be better if FEMA operated in the manner assumed. In fact, we already have our FEMA grant in a form that gives us considerable flexibility in how the grant funds are to be applied. The grant is for all of H+H’s Sandy related projects including the construction of a new part of Coney Island Hospital, many important, but smaller, projects at Bellevue, the H+H part of the floodwall and others. The issue is how and on what conditions we can draw down the funds. We have regular, ongoing discussions with FEMA on different aspects of our Sandy mitigation efforts including the Bellevue wall. The overriding principle of the grant is that it be used to reduce the chance of a repeat of Sandy, i.e., flood mitigation. Over the years, we have described our plans for the wall in general terms and, unsurprisingly, gotten FEMA’s indication that the project qualifies for the grant. As our discussions with ARE have progressed, we have described our idea of a shared structure and this has also been positively received. But FEMA does not commit itself in advance with respect to any expenditure or initiative; instead it gives non-binding and generally unwritten advice. One never gets 100% assurance that any expenditure is reimbursable because all FEMA expenditures are audited after the fact and are subject to claw-back. But some comfort is attained when one files a “Project Worksheet” for a part of a project. If the “PW” is accepted, then one is further along the way and is assured that the initiative is approved and that expenditures listed will be reimbursed, subject to claw-back. But ARE doesn’t need to be concerned with the financial aspects of our relationship with FEMA. ARE is more likely to be concerned with FEMA’s approval of the design and construction of the wall and that H+H maintains the 500-year event standards. Upon completion of the Agreement between H+H and ARE, the project scope will be submitted to FEMA for approval of the Project Worksheet.

If ARE’s question is when the design of the wall will be final, the answer is that the current designs are final in that they are not expected to be changed except to be refined and modestly adjusted to meet the criteria set out in Question 3. The engineer engaged by DDC for this project will certify to FEMA the compliance of the wall with the 500-year flood standard. FEMA does not, itself, inspect the projects it funds because it relies instead on the certification of the engineer of record.

8. **To what extent will ARE be reimbursed for its efforts to design the North Tower flood wall above and beyond what is required by the Building Code, to prepare a Quality Assurance Review and other Periodic Assessments, to employ contractors and others to participate in emergency exercises and other related efforts that may arise?** Some distinctions are required here. We will fully reimburse ARE for its reasonable costs of constructing additional structural supports under its garage entrance on 30th Street and eastern gate on FDR service drive to meet our requirements. It is premature to speculate beyond that. As said previously, we expect that any expenses that ARE incurs beyond what would be necessary to satisfy DOB and to participate in emergency exercises will be *de minimus*. ARE will get a more storm-resistant

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building and the benefits of de mapping out of the project. Those benefits should more than balance the minor additional costs.

9. **Please describe the access rights for the “mobilization and construction of the Community Floodwall” that are anticipated. Will there need to be additional oversight by FEMA or designated third parties when the North Tower construction commences, and if so, can you please describe.** There will be no FEMA oversight however FEMA will require that there is oversight. That oversight can be delegated to ARE’s engineers on the project that are engaged with H+H’s prior approval, not to be unreasonably withheld which is to say the engineers should be from a reputable firm experienced in the type of work involved. We will need certifications from these engineers as to the parts of the construction that are important as to flood, wind and projectile resistance. These are points on which ARE will likely also want reassurance through special inspections. Photographic documentation of specific design/construction elements should be developed. We can agree on a protocol for these certifications and photos to be shared. We can provide you with a list of the specific elements of the construction as to which we will need certifications and photographs. Then, after construction is completed, we will need periodic O&M certifications. Given that the wall itself is not mechanical, the certifications as to the wall are likely to be minimal but all mechanical operations such as gate closing machinery will have to be inspected and tested. Again, these steps are likely to be part of ARE’s own O&M procedures and can be conducted by an ARE contractor of whom we reasonably approve.

We realize that this letter will not resolve all questions and issues but we hope that it demonstrates the limited nature of what is unresolved and encourages you to work with us in good faith and in a spirit of cooperation to work through them. For our part, we look forward to working with ARE and its design team to accomplish this critical piece of flood protection for H+H and the City while only minimally impacting ARE’s development.

Sincerely,



Christine Flaherty, CCM
Sr. Executive Vice President